

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re MINING PROJECT WIND DOWN HOLDINGS, INC. (f/k/a Compute North Holdings, Inc.), et al.,¹ <p style="text-align: center;">Debtors.</p>	§ § § § § § § § § §	Chapter 11 Case No. 22-90273-MI (Jointly Administered)
--	--	---

**AGREED ORDER GRANTING BITNILE, INC.’S EMERGENCY MOTION FOR
TEMPORARY ALLOWANCE OF CLASS 3 CLAIM FOR VOTING PURPOSES ONLY**

Upon the *Emergency Motion Under Bankruptcy Rule 3018 for Temporary Allowance of Class 3 Claim for Voting Purposes Only* [Docket No. 953] (the “Motion”) filed by BitNile, Inc. (“BitNile”); and the Court having jurisdiction over the Motion pursuant to 28 U.S.C. § 1334; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (B), (L) and (O); and venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that due and sufficient of the Motion has been

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Mining Project Wind Down Holdings Inc. (f/k/a Compute North Holdings, Inc.) (4534); Mining Project Wind Down LLC (f/k/a Compute North LLC) (7185); Mining Project Wind Down Corpus Christi LLC (f/k/a CN Corpus Christi LLC) (5551); Mining Project Wind Down Atoka LLC (f/k/a CN Atoka LLC) (4384); Mining Project Wind Down BS LLC (f/k/a CN Big Spring LLC) (4397); Mining Project Wind Down Colorado Bend LLC (f/k/a CN Colorado Bend LLC) (4610); Mining Project Wind Down Developments LLC (f/k/a CN Developments LLC) (2570); Mining Project Wind Down Equipment LLC (f/k/a CN Equipment LLC) (6885); Mining Project Wind Down King Mountain LLC (f/k/a CN King Mountain LLC) (7190); Mining Project Wind Down MDN LLC (f/k/a CN Minden LLC) (3722); Mining Project Wind Down Mining LLC (f/k/a CN Mining LLC) (5223); Mining Project Wind Down Pledgor LLC (f/k/a CN Pledgor LLC) (9871); Mining Project Wind Down Member LLC (f/k/a Compute North Member LLC) (8639); Mining Project Wind Down NC08 LLC (f/k/a Compute North NC08 LLC) (8069); Mining Project Wind Down NY09 LLC (f/k/a Compute North NY09 LLC) (5453); Mining Project Wind Down STHDAK LLC (f/k/a Compute North SD, LLC) (1501); Mining Project Wind Down Texas LLC (f/k/a Compute North Texas LLC) (1883); Mining Project Wind Down TX06 LLC (f/k/a Compute North TX06 LLC) (5921); and Mining Project Wind Down TX10 LLC (f/k/a Compute North TX10 LLC) (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 300 North LaSalle, Suite 1420, Chicago, Illinois 60654.

provided and that no other or further notice is required; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:²

1. The Motion is granted as set forth herein.
2. BitNile's Rejection Claim is temporarily allowed as a Class 3 General Unsecured Claim in the amount of \$1,006,044.00 for voting purposes only.
3. Nothing in this this Order shall constitute a determination of the merits or ultimate allowance of BitNile's Rejection Claim for purposes of distributions under the Plan, with all parties' rights in respect thereof being fully preserved
4. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Dated: _____, 2023

Marvin Isgur
United States Bankruptcy Judge

² Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motion.

Agreed:

**FERGUSON BRASWELL
FRASER KUBASTA PC**

/s/ Rachael L. Smiley

Rachael L. Smiley (Texas Bar No. 24066158)
2500 Dallas Parkway, Suite 600
Plano, Texas 75093
Telephone: 972-378-9111
Facsimile: 972-378-9115
Email: rsmiley@fbfk.law

EFFICIENCY COUNSEL FOR DEBTORS

-and-

PAUL HASTINGS LLP

By: /s/ James T. Grogan III

James T. Grogan III (TX Bar No. 24027354)
Schlea Thomas (admitted *pro hac vice*)
600 Travis Street, 58th Floor
Houston, Texas 77002
Telephone: (713) 860-7300
Facsimile: (713) 353-3100
Email: jamesgrogan@paulhastings.com
schleathomas@paulhastings.com

**COUNSEL TO DEBTORS
AND DEBTORS IN
POSSESSION**

/s/ Jason S. Brookner

GRAY REED

Jason S. Brookner (TX Bar No. 24033684)
Amber M. Carson (TX Bar No. 24075610)
1300 Post Oak Boulevard, Suite 2000
Houston, Texas 77056
Telephone: (713) 986-7000
Facsimile: (713) 986-7100
Email: jbrookner@grayreed.com
acarson@grayreed.com

- and -

OLSHAN FROM WOLOSKY, LLP

Adam H. Friedman (admitted *pro hac vice*)
Thomas J. Fleming (*pro hac vice* pending)
Kerrin T. Klein (*pro hac vice* pending)
1325 Avenue of the Americas
New York, NY 10019
Telephone: (212) 451-2216
Facsimile: (713) 451-2222
Email: afriedman@olshanlaw.com
tfleming@olshanlaw.com
kklein@olshanlaw.com

COUNSEL TO BITNILE, INC.